

23 April 2007

Securities and Exchange Commission  
Office of International Corporate Finance  
450 Fifth Street N.W.  
Washington DC 20549  
United States of America



07023246

SUPPL

Dear Sir/Madam,

**WOODSIDE PETROLEUM LTD. - EXEMPTION FILE NO. 82.2280**

In accordance with Rule 12g 3-2(b) under the Securities Exchange Act of 1934, we enclose a copy of the following Stock Exchange Release which has recently been filed with the Australian Stock Exchange ("ASX") in relation to:

- Form 604 Notice of change of interests of substantial holder – Geodynamics Limited

Yours faithfully  
WOODSIDE PETROLEUM LTD.

**Rebecca Sims**  
**Compliance Officer**

PROCESSED

MF MAY 09 2007

THOMSON  
FINANCIAL

*Handwritten signature and date: 5/7*

**WOODSIDE PETROLEUM LTD.**

ABN - 55 004 898 962

Woodside Plaza, 240 St Georges Terrace, Perth, Western Australia, 6000

GPO Box D188, Perth, Western Australia, 6840

Telephone: (08) 9348 4000 Facsimile: (08) 9325 8178

# Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme GEODYNAMICS LIMITED

ACN/ARSN 095 006 090

### 1. Details of substantial holder (1)

Name WOODSIDE PETROLEUM LTD and each of its associates as set out in Annexure to this Notice (such associates are together known as the "Group Companies")

ACN/ARSN (if applicable) 004 898 962

There was a change in the interests of the substantial holder on

19 April 2007

The previous notice was given to the company on

2 April 2007

The previous notice was dated

2 April 2007

### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4)    | Previous notice |                  | Present notice |                  |
|----------------------------|-----------------|------------------|----------------|------------------|
|                            | Person's votes  | Voting power (5) | Person's votes | Voting power (5) |
| Fully paid ordinary shares | 11,554,503      | 9.33%            | 11,554,503     | 7.13%            |

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed     | Nature of change (6)   | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|--|---|---|-------------------------|
| 19/04/07       | Woodside Petroleum Ltd and Group Companies | Dilution from issue of 38,202,691 shares issued pursuant to a 1 for 3 renounceable pro rata Entitlement Offer at \$1.00 per New Share to raise \$38,202,691. | Nil   | 11,554,503 fully paid ordinary shares   | 11,554,503              |

### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest                | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6)  | Class and number of securities        | Person's votes |
|--|---------------------------------|--|--|---------------------------------------|----------------|
| Woodside Petroleum Ltd and Group Companies | Metasource Pty Ltd              | Metasource Pty Ltd                             | Metasource Pty Ltd by reason of section 608(1) of the Corporations Act.<br><br>Woodside Petroleum Ltd and Group Companies by reason of section 608(3) of the Corporations Act. | 11,554,503 fully paid ordinary shares | 11,554,503     |

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association     |
|-----------------------------------|---------------------------|
| Group Companies                   | Wholly owned subsidiaries |

**6. Addresses**

The addresses of persons named in this form are as follows:

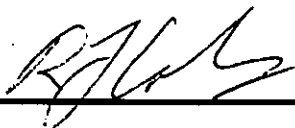
| Name                                       | Address   |
|--|---|
| Woodside Petroleum Ltd and Group Companies | 240 St Georges Terrace, Perth, Western Australia 6000 |
| Melasource Pty Ltd                         | 240 St Georges Terrace, Perth, Western Australia 6000 |

**Signature**

print name Robert COLE

capacity Secretary

sign here



Date 23 April 2007

**Annexure to Notice of change of interests of substantial holder**  
**WOODSIDE GROUP COMPANIES**

| <b>COMPANY NAME</b>  | <b>ACN</b>  |
|--|-------------|
| Woodside Petroleum Ltd.  | 004 898 962 |
| <b>CONTROLLED ENTITIES</b>   |             |
| Woodside Energy Ltd.   | 005 482 986 |
| Woodside Finance Limited   | 007 285 314 |
| Woodside LNG Pty. Ltd.   | 008 868 568 |
| Woodside Petroleum (W.A. Oil) Pty. Ltd.                                | 050 135 192 |
| Woodside Petroleum (Northern Operations) Pty. Ltd.                     | 055 079 822 |
| Mermaid Sound Port & Marine Services Pty. Ltd.                         | 008 945 104 |
| Woodside Petroleum Holdings Pty. Ltd.                                  | 058 272 781 |
| Woodside Group Staff Superannuation Pty. Ltd.                          | 005 237 285 |
| Woodside Petroleum (Timor Sea 1) Pty. Ltd.                             | 066 086 075 |
| Woodside Petroleum (Timor Sea 19) Pty. Ltd.                            | 076 371 634 |
| Woodside Petroleum (Timor Sea 20) Pty. Ltd.                            | 076 371 670 |
| Woodside Petroleum (PNG) Pty. Ltd.                                     | 067 360 105 |
| Woodside South East Asia Pty. Ltd.                                     | 081 373 757 |
| Woodside Mauritania Pty. Ltd.  | 083 070 937 |
| Woodside Holdings Pty. Ltd.  | 086 818 911 |
| Woodside Energy (Senegal) Pty. Ltd.                                    | 093 023 119 |
| Woodside Eastern Energy Pty. Ltd.                                      | 005 694 593 |
| Woodside Technical Services Pty. Ltd.                                  | 090 004 729 |
| Woodside Energy Holdings Pty. Ltd.                                     | 090 682 803 |
| Woodside Energy (USA) Inc.   | N/A         |
| Woodside Energy Holdings (USA) Inc.                                    | N/A         |
| Woodside Petroleum (NEDSP) Pty. Ltd.                                   | 092 813 208 |
| Woodside SSW Solutions Pty. Ltd.                                       | 093 277 411 |
| Woodside Guangdong Shipping (Two) Pty. Ltd.                            | 094 294 676 |
| Woodside Guangdong Shipping (One) Pty. Ltd.                            | 094 336 124 |
| Metasource Pty. Ltd.   | 094 813 715 |
| Woodside West Kimberley Energy Pty. Ltd.                               | 095 092 121 |
| Woodside Energy (Algeria) Pty. Ltd.                                    | 095 259 993 |
| Woodside Energy (Sahara) Inc.  | N/A         |
| Woodside Energy Holdings (UK) Pty. Ltd.                                | 096 905 574 |
| Woodside Energy (UK) Limited   | N/A         |
| Woodside Energy (Kenya) Pty. Ltd.                                      | 097 225 584 |
| Woodside Mauritania Investments Pty. Ltd.                              | 097 350 644 |
| Woodside Quest Energy Pty. Ltd.  | 098 480 338 |
| Woodside Energy (N.A.) Ltd.  | N/A         |
| Woodside Insurance Inc.  | N/A         |
| Woodside Energy Iberia S.A.  | N/A         |
| Woodside Energy (Carbon Capture) Pty. Ltd.                             | 105 069 163 |
| Woodside Energy (SL) Pty. Ltd.   | 106 377 548 |
| WEL Mauritania BV  | N/A         |
| Woodside Energy Liaison Company (Korea) Pty. Ltd.                      | 107 829 194 |
| Woodside West Africa Pty. Ltd.   | 110 662 327 |
| Woodside Energy Technologies Pty. Ltd.                                 | 111 767 232 |
| Woodside China Liaison Pty. Ltd.                                       | 113 193 918 |
| Woodside Japan Liaison Pty. Ltd.                                       | 113 193 963 |
| Woodside Natural Gas Inc.  | N/A         |
| Woodside Energy (Norway) Pty. Ltd.                                     | 114 102 439 |
| Woodside Energy (M.E.) Pty. Ltd.                                       | 115 808 707 |
| Gryphon Exploration Company  | N/A         |
| Woodside Energy Australia Asia Holdings Pte. Ltd.                      | N/A         |
| WelCap Insurance Pte. Ltd.   | N/A         |
| Woodside Energy Middle East and Africa Pty. Ltd.                       | 119 527 301 |
| Woodside Browse Pty. Ltd.  | 120 237 381 |
| Woodside Burrup Pty. Ltd.  | 120 237 416 |
| Woodside Energy (Korea) Pte. Ltd.                                      | N/A         |
| Gander Inc.  | N/A         |
| Pluto LNG Pty. Ltd.  | 121 407 216 |
| ABD Inc.   | N/A         |
| Woodside Offshore LLC.   | N/A         |
| Burrup Train 1 Pty. Ltd.   | 122 234 306 |
| Burrup Facilities Company Pty. Ltd.                                    | 122 234 539 |
| Woodside Energy Holdings (South America) Pty. Ltd.                     | 122 445 523 |
| Woodside Energia (Brasil) Investimento em Exploração de Petróleo Ltda. | N/A         |